

UNITED STATES DISTRICT COURT  
DISTRICT OF PUERTO RICO

In re:  THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,  as representative of  THE COMMONWEALTH OF PUERTO RICO, <i>et al.</i>  Debtors. <sup>1</sup>	PROMESA Title III  No. 17 BK 3283-LTS  (Jointly Administered)  Re: ECF No. 15178
In re:  THE FINANCIAL OVERSIGHT AND MANAGEMENT BOARD FOR PUERTO RICO,  as representative of  PUERTO RICO ELECTRIC POWER AUTHORITY,  Debtor.	PROMESA Title III  No. 17 BK 4780-LTS  Re: ECF Nos. 2296, 2307, 2309

**URGENT CONSENSUAL MOTION FOR SECOND EXTENSION OF CERTAIN  
DEADLINES IN CONNECTION WITH OMNIBUS MOTION OF PUERTO RICO  
ELECTRIC POWER AUTHORITY FOR ORDER (A) APPROVING PREPA'S  
REJECTION OF CERTAIN POWER PURCHASE AND OPERATING AGREEMENTS,  
AND (B) GRANTING RELATED RELIEF**

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico ("Commonwealth") (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

To The Honorable United States District Court Judge Laura Taylor Swain:

The Financial Oversight and Management Board for Puerto Rico (the “Oversight Board”), for itself and as representative of the Puerto Rico Electric Power Authority (“PREPA” or the “Debtor”) in this Title III case pursuant to section 315(b) of the *Puerto Rico Oversight, Management and Economic Stability Act* (“PROMESA”),<sup>2</sup> respectfully submits this urgent motion for an order extending the briefing schedule related to the *Omnibus Motion of Puerto Rico Electric Authority for Order (A) Authorizing PREPA to Reject Certain Power Purchase and Operating Agreements, and (B) Granting Related Relief* [ECF No. 15178 in Case No. 17-3283 and ECF No. 2296 in Case No. 17-4780] (the “Motion”)<sup>3</sup> and represents as follows:

### **BACKGROUND**

1. On November 17, 2020, the Oversight Board, filed the Motion, seeking approval of PREPA’s rejection of nine (9) power purchase and operating agreements (“PPOAs”) for renewable energy generation projects (the “Rejected PPOAs”).

2. Windmar Renewable Energy, Inc. and Windmar Renewable Energy, LLC (collectively, “Windmar”) are party to seven (7) of the Rejected PPOAs (collectively, the “Windmar PPOAs”). M Solar Generating, LLC (“M Solar”) and YFN Yabucoa Solar, LLC (“YFN Yabucoa”) are each party to one (1) Rejected PPOA.

3. Of these PPOAs, Windmar is party to (i) two (2) PPOAs are currently operational (the “Windmar Operational PPOAs”), (ii) four (4) PPOAs were non-operational and have been terminated pursuant to termination notices issued on April 23, 2020 (the “Windmar Terminated

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<sup>2</sup> PROMESA is codified at 48 U.S.C §§ 2101-2241.

<sup>3</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

PPOAs”), and (iii) one (1) PPOA (the “Windmar Non-Operational PPOA”) that is non-operational, but has not been terminated because until recently, it was the subject of renegotiation efforts.

4. After PREPA filed the Motion, counsel to Windmar, M Solar, and YFN Yabucoa contacted PREPA to indicate that Windmar would not oppose PREPA’s rejection of the Windmar Terminated PPOAs and Windmar Non-Operational PPOA, and requested an extension of the briefing deadlines and hearing in connection with the Motion with regard to the Windmar Operational PPOAs, the M Solar PPOA, and the YFN Yabucoa PPOA, as set forth herein.

5. On November 24, 2020, PREPA filed its *Urgent Consensual Motion for Extension of Certain Deadlines in Connection with Omnibus Motion of Puerto Rico Electric Authority for Order (A) Authorizing PREPA to Reject Certain Power Purchase and Operating Agreements, and (B) Granting Related Relief* [ECF No. 2307 in Case No. 17-4780] (the “First Extension Motion”) requesting an extension of deadlines for Windmar with regard to the Operational PPOAs and for M Solar and YFN Yabucoa with regard to their PPOAs, to **December 21, 2020 at 5:00 p.m. (AST)**, the Reply Deadline to **January 18, 2021 at 5:00 p.m. (AST)**, and the Motion would then be heard at the **January 27, 2021** omnibus hearing at **9:30 a.m. (AST)**.

6. The Court granted the First Extension Motion the same day it was filed. *See Order Granting Urgent Consensual Motion for Extension of Certain Deadlines in Connection with Omnibus Motion of Puerto Rico Electric Authority for Order (A) Authorizing PREPA to Reject Certain Power Purchase and Operating Agreements, and (B) Granting Related Relief* [ECF No. 2309 in Case No. 17-4780].

7. Subsequently, counsel to Windmar, M Solar, and YFN Yabucoa contacted the Oversight Board to request an additional extension of the briefing deadlines with respect to the Windmar Operational PPOAs, the M Solar PPOA, and the YFN Yabucoa PPOA, such that

objections to the Motion for these contracts will be due on January 8, 2021, with PREPA's reply due by January 20, 2022. The scheduled hearing date of January 27, 2021 would not change. The Oversight Board does not oppose the requested further extension.

**RELIEF REQUESTED**

8. The Oversight Board consents to an additional extension of the deadlines in connection with the Motion with regard to the Windmar Operational PPOAs as well as the PPOAs with M Solar and YFN Yabucoa.

9. Accordingly, the Oversight Board respectfully requests that the Court enter an order, substantially in the form attached hereto as **Exhibit A** (the “Proposed Order”), extending the Objection Deadline for Windmar with regard to the Operational PPOAs and for M Solar and YFN Yabucoa with regard to their PPOAs, to **January 8, 2021 at 5:00 p.m. (AST)**, and the Reply Deadline to **January 20, 2021 at 5:00 p.m. (AST)**.

**CONCLUSION**

10. For the foregoing reasons, the Oversight Board respectfully requests that the Court (i) grant the Motion, and (ii) set the briefing schedule above for dispositive motion practice on the Motion.

**Certification of Compliance with  
Local Rule 9013-1 and the Eleventh Amended Case Management Procedures**

11. Pursuant to Local Rule 9013-1 and ¶ I.H of the *Thirteenth Amended Notice, Case Management and Administrative Procedures* [ECF No. 13512-1], the Oversight Board hereby certifies that it has (a) carefully examined the matter; (b) not created the urgency through any lack of due diligence; and (c) made a *bona fide* effort to resolve the matter.

[*Remainder of this page intentionally left blank*]

Dated: December 21, 2020  
San Juan, Puerto Rico

Respectfully submitted,

/s/ Paul V. Possinger  
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as representative for PREPA*

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*Attorney for the Financial Oversight and  
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PREPA*

**CERTIFICATE OF SERVICE**

I hereby certify that, on this same date, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system, which will send notifications of such filing to all CM/ECF participants in this case.

*/s/ Luis F. del Valle-Emmanuelli*  
Luis F. del Valle-Emmanuelli

**EXHIBIT A**

**Proposed Order**

UNITED STATES DISTRICT COURT  
DISTRICT OF PUERTO RICO

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

THE COMMONWEALTH OF PUERTO RICO, *et  
al.*

Debtors.<sup>1</sup>

PROMESA

Title III

No. 17 BK 3283-LTS

(Jointly Administered)

Re: ECF No. 15178

In re:

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

as representative of

PUERTO RICO ELECTRIC POWER  
AUTHORITY,

Debtor.

PROMESA

Title III

No. 17 BK 4780-LTS

Re: ECF Nos. 2296, 2307, 2309

**[PROPOSED] ORDER GRANTING URGENT CONSENSUAL MOTION FOR SECOND  
EXTENSION OF CERTAIN DEADLINES IN CONNECTION WITH OMNIBUS  
MOTION OF PUERTO RICO ELECTRIC POWER AUTHORITY FOR ORDER (A)  
APPROVING PREPA'S REJECTION OF CERTAIN POWER PURCHASE AND  
OPERATING AGREEMENTS, AND (B) GRANTING RELATED RELIEF**

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico ("Commonwealth") (Bankruptcy Case No. 17-BK-3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566-LTS) (Last Four Digits of Federal Tax ID: 9686); (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780-LTS) (Last Four Digits of Federal Tax ID: 3747); and (vi) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Upon the *Urgent Consensual Motion for Second Extension of Certain Deadlines in Connection with Omnibus Motion of Puerto Rico Electric Authority for Order (A) Authorizing PREPA to Reject Certain Power Purchase and Operating Agreements, and (B) Granting Related Relief* (the “Urgent Motion”);<sup>2</sup> and the Court having found it has subject-matter jurisdiction over this matter pursuant to PROMESA section 306(a); and it appearing that venue in this district is proper pursuant to PROMESA section 307(a); and the Court having found that the Debtor provided adequate and appropriate notice of the Urgent Motion under the circumstances and that no other or further notice is required; and upon the record herein, after due deliberation thereon, the Court having found that good and sufficient cause exists for the granting of the relief as set forth herein:

1. The Urgent Motion is **GRANTED** as set forth herein.
2. The following briefing schedule is set for filing responsive pleadings to the

Motion:

- The deadline for M Solar, YFN Yabucoa, and Windmar (with respect to the Windmar Operational PPOAs), to file an opposition to the Motion shall be **January 8, 2020 at 5:00 p.m. (AST)**.
- The deadline for the Oversight Board to file a reply to all oppositions and responses on PREPA’s behalf shall be **January 20, 2021 at 5:00 p.m. (AST)**.
- The hearing on the Motion shall be held on **January 27, 2021**.

3. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: \_\_\_\_\_, 2020.

SO ORDERED:

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HONORABLE LAURA TAYLOR SWAIN  
United States District Judge

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings given to them in the Urgent Motion.